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LAW OFFICES

RICHARD L. PEARSE, JR., P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1239 S. MYRTLE AVENUE
CLEARWATER, FLORIDA 33756

RICHARD L. PEARSE, JR.

DEBRA A. BERGERON,
LEGAL ASSISTANT

TELEPHONE: (727) 462-9009

FAX: (727) 449-2205

ELECTRONIC MAIL:

RLPEARSE@PEARSE.NET

April 18, 2001

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-04/23/01--01124--023
***122.50 ***78.75

RE: Articles of Incorporation of
New Again Furniture, Inc.

Dear Sir or Madam:

Enclosed you will find the original and one copy of Articles of Incorporation of the referenced new corporation. We also enclose our check in the amount of \$122.50, representing the following:

| | |
|------------------------------|--------------|
| Filing Fee | \$35.00 |
| Certified Copy | 52.50 |
| Registered Agent Designation | <u>35.00</u> |
| Total | \$122.50 |

Please return one certified copy of the Articles of Incorporation to this office at your earliest convenience.

Thank you for your attention to this matter.

Sincerely yours,

Richard Pearse/dab

Richard L. Pearse, Jr.

RLP/dab

Enclosures

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ARTICLES OF INCORPORATION
OF
NEW AGAIN FURNITURE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 1. NAME. The name of this corporation is NEW AGAIN FURNITURE, INC.

Article 2. PRINCIPAL OFFICE. The address of the principal office of the corporation is 2569 Countryside Boulevard #17, Clearwater, FL 33761. The mailing address of the corporation is 2569 Countryside Boulevard #17, Clearwater, FL 33761.

Article 3. AUTHORIZED SHARES. The corporation shall have one class of shares which shall be referred to as "common" shares. The corporation is authorized to issue 1000 common shares. The par value of the common shares of the corporation shall be \$1.00 per share.

Article 4. PREEMPTIVE RIGHTS. Every shareholder, upon the sale for cash of any new shares of the corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

Article 5. INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial registered office of this corporation is 1239 S. Myrtle Avenue, Clearwater, Florida 33756, and the name of the initial Registered Agent at that address is Richard L. Pearse, Jr.

Article 6. INCORPORATOR. The name and address of the person subscribing to these Articles of Incorporation is:

Richard L. Pearse, Jr.
1239 S. Myrtle Avenue
Clearwater, FL 33756


Article 7. PURPOSE. The general nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the laws of the United States and of the State of Florida, in accordance with and as permitted by Chapter 607, Florida Statutes.

Article 8. INITIAL DIRECTORS. The names and addresses of the initial Directors of this corporation are as follows:

LOIS J. ENGLE
1535 Lime Street
Clearwater, FL 33756

DAWN M. DELISLE
2563 Knotty Pine Way
Clearwater, FL 33761

EXECUTED by the undersigned Incorporator on this 18 day of April, 2001.



Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS }

The foregoing Articles of Incorporation were acknowledged before me on this April 18th, 2001, by Richard L. Pearce, Jr., who was personally known by me or who produced the following evidence of his identity: _____



Debra A. Bergeron
MY COMMISSION # CC728538 EXPIRES
July 14, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

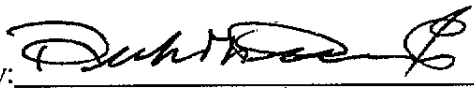
Debra A. Bergeron
Print Name: _____
Notary Public — State of Florida
Commission No.: _____
My commission expires: _____

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0505, Fla. Stat. (1999) the undersigned certifies that NEW AGAIN FURNITURE, INC., desiring to organize or qualify under the laws of the State of Florida, has named Richard L. Pearse, Jr., whose address is 1239 S. Myrtle Avenue, Clearwater, Florida 33756, as its Agent to accept Service of Process within the State of Florida.

Dated this 18 day of April, 2001.

NEW AGAIN FURNITURE, INC.

By: 
Title: Incorporator

ACCEPTANCE OF DESIGNATION

The undersigned, having been named to accept Service of Process for the above-stated corporation at the place designated in this Certificate, does hereby agree to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of all required duties, with which the undersigned certifies that he is familiar.

Dated this 18 day of April, 2001.


RICHARD L. PEARSE, JR.

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